

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
PEREGRINE/BRIDGE TRANSFER CORPORATION

PEREGRINE/BRIDGE TRANSFER CORPORATION (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), in order to amend its Certificate of Incorporation pursuant to Section 242 of the GCL, certifies as follows:

1. The name of the Corporation is Peregrine/Bridge Transfer Corporation. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on November 1, 1995.
2. Pursuant to the applicable provisions of Section 242 of the GCL, the Board of Directors of the Corporation, by Unanimous Written Consent dated as of August 16, 2002, duly adopted a resolution setting forth the following amendment to the Corporation's Certificate of Incorporation and declaring such amendment advisable.
3. The sole stockholder of the Corporation, pursuant to the provisions of Section 228 of the GCL, by Written Consent dated as of August 16, 2002, duly adopted such amendment.
4. The authorized capital of the Corporation shall be increased from 1,000 shares of common stock, \$0.001 par value per share, to 11,000 shares of common stock, \$0.001 par value per share, by reason of this amendment.
5. Article 1 of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

ARTICLE 1

The name of the Corporation is NEON Enterprise Software, Inc. (the "Corporation").

6. Article 4 of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

ARTICLE 4

The Corporation is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock this Corporation shall have the authority to issue is 11,000, with par value of \$0.001 per share.

7. Article 5 of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

ARTICLE 5

The name and mailing address of the agent for service of process for the Corporation are as follows:

Wayne E. Webb Jr.
NEON Enterprise Software, Inc.
12680 High Bluff Dr., Suite 200
San Diego, CA 92130

* * *

Peregrine/Bridge Transfer Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer as of August 16, 2002.

PEREGRINE/BRIDGE TRANSFER CORPORATION

By: 

James Bradford Poynter
Chief Financial Officer and Secretary